Unofficial translation of the Minutes kept at the Annual General Meeting of Nordic Entertainment Group AB (publ), reg. no. 559124-6847 (”**NENT**”), on Wednesday 18 May 2022 in Stockholm.

§ 1

Election of Chair of the annual general meeting (agenda item 1)

The Meeting elected, in accordance with the proposal of the Nomination Committee, Tone Myhre-Jensen, member of the Swedish Bar Association, as Chairman of the Meeting.

It was noted that Henrik Wållgren had been appointed to be secretary and keep the minutes at the Annual General Meeting.

It was noted that the Annual General Meeting was held in accordance with Sections 20 and 22 in the Swedish Act on temporary exemptions in order to facilitate the conduction of general meetings in companies and other associations (*Sw. lagen (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor*), allowing shareholders to exercise their voting rights at the Meeting only by posting in advance, so-called postal voting.

The notice to attend the Annual General Meeting was attached to the minutes, Appendix 1.

The form used for postal voting was attached to the minutes, Appendix 2.

A presentation of the result of the postal votes regarding each agenda item that is covered by postal voting was enclosed to the minutes, Appendix 3, which includes the information prescribed in Section 26 in the abovementioned Act (2022:121).

It was noted that the shareholders had been given the opportunity to, in writing, request information from NENT and that no such request had been received by the company and that no request had been made in accordance with Section 25 in the abovementioned Act (2022:121).

§ 2

Preparation and approval of the voting list (agenda item 2)

The Meeting approved the voting list, enclosed as Appendix 4, which had been drawn up by Euroclear Sweden AB on behalf of NENT, as voting list for the Annual General Meeting.

§ 3

Approval of the agenda (agenda item 3)

The Meeting approved the proposed agenda, Appendix 5, which had been included in the notice to the Annual General Meeting.

It was noted that the Board's and the Nomination Committee's complete proposals, including statements, the Annual Report, the consolidated financial statements, the Auditor's Report and the Auditor’s Report on the consolidated financial statements for the financial year 2021, the Board's remuneration report and other documents before the Annual General Meeting were presented by being held available at the company and the company's website.

§ 4

Election of one or two persons to check and verify the minutes (agenda item 4)

The Meeting elected, in accordance with the Board's proposal, Oskar Börjesson, representing Livförsäkringsbolaget Skandia, and Hjalmar Ek, representing Lannebo Fonder, to check and verify the minutes jointly with the Chairman.

It was noted that the minutes-checkers' assignments also include checking the voting list and that received postal votes are correctly reproduced in the minutes of the Meeting.

§ 5

Determination of whether the Annual General Meeting has been duly convened (agenda item 5)

It was noted that notice had been made in accordance with the provisions in the Swedish Companies Act and the Articles of Association.

The Meeting approved the notice procedures and declared the Meeting duly convened.

§ 6

Presentation of the Annual Report, the Auditor's Report and the consolidated financial statements and the Auditor's Report on the consolidated financial statements (agenda item 6)

It was noted that the Annual Report and the Auditor's Report as well as the consolidated financial statements and the Auditor's Report on the consolidated financial statements for the financial year 2021 had been presented by being held available at the company and at the company's website.

§ 7

Resolution on the adoption of the Income Statement and the Balance Sheet and of the consolidated Income Statement and the consolidated Balance Sheet (agenda item 7)

The Meeting adopted the parent company's and the Group's Income Statement for 2021 and Balance Sheet per 31 December 2021.

§ 8

Resolution on the dispositions of the company's results as stated in the adopted Balance Sheet (agenda item 8)

The Meeting resolved, in accordance with the Board's proposal, for the disposition of the company's results such that NENT's unappropriated earning should be carried forward.

§ 9

Resolution on the discharge of liability of the Board and the Chief Executive Officer (agenda item 9)

The Meeting discharged the Board and the Chief Executive Officer from liability for the management of the company and its affairs during the financial year 2021.

It was noted that the Board members and the Chief Executive Officer did not take part in the resolution in relation to themselves.

§ 10

Resolution on approval of the Remuneration Report (agenda item 10)

It was noted that the Board's Remuneration Report 2021 had been presented by being held available at the company and at the company's website.

The Meeting resolved to approve the Board's Remuneration Report 2021.

§ 11

Determination of the number of members of the Board (agenda item 11)

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that for the period until the end of the next Annual General Meeting, the Board shall consist of six members.

§ 12

Determination of remuneration to the members of the Board and the auditor (agenda item 12)

The Meeting resolved, in accordance with the proposal of the Nomination Committee, on remuneration for board work to a total of SEK 4,270,000 and for work in the committees of the board to a total of SEK 990,000, in accordance with the following:

- SEK 1,570,000 to the Chairman of the Board and SEK 540,000 to each of the other five members of the Board,
- SEK 275,000 to the Chairman of the Audit Committee and SEK 140,000 to each of the other three members, and
- SEK 165,000 to the Chairman of the Remuneration Committee and SEK 65,000 to each of the other two members.

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that remuneration to the auditor shall be paid in accordance with approved invoices.

§ 13

Election of Board members (agenda items 13(a)-(f))

It was noted that information on the proposed Board members' assignments in other companies had been provided by the information being available at the company and on the company's website.

The Meeting resolved on election of each of the proposed members of the Board, and the Meeting resolved, in accordance with the proposal of the Nomination Committee, to re-elect Board members Pernille Erenbjerg, Anders Borg, Simon Duffy, Andrew House, Kristina Schauman and Natalie Tydeman.

§ 14

Election of the Chair of the board (agenda item 14)

The Meeting resolved, in accordance with the proposal of the Nomination Committee, to re-elect Pernille Erenbjerg as Chairman of the Board.

§ 15

Determination of the number of Auditors and election of Auditor (agenda item 15)

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that the company shall have a registered accounting firm as auditor and re-elected the registered accounting firm KPMG AB as auditor for the period until the end of the 2023 Annual General Meeting.

It was noted that the authorised auditor Tomas Gerhardsson will continue as auditor-in-charge.

§ 16

Resolution regarding the Nomination Committee's Procedure (agenda item 16)

The Meeting resolved, in accordance with the proposal of the Nomination Committee, Appendix 6, to approve the procedure for the Nomination Committee.

§ 17

Resolution regarding authorisation for the Board to resolve on repurchase of own shares (agenda item 17)

The Meeting resolved in accordance with the Board's proposal, Appendix 7, to authorise the Board to resolve on repurchases of own shares.

It was noted that the resolution was supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

§ 18

Resolution regarding amendment of the Articles of Association (agenda item 18)

The Meeting resolved in accordance with the Board's proposal, Appendix 8, to amend the Articles of Association.

It was noted that the resolution was supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

The new Articles of Association are included in Appendix 9.

It was noted that the company intends to use the business name Viaplay Group AB (publ), from the date when the Articles of Association has been registered at the Swedish Companies Registration Office, which is expected around 18 May 2022.

§ 19

Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022"), including: (a) the Board's proposal to implement a LTIP 2022; (b) authorisation for the Board to issue Class C Shares; (c) authorisation to resolve to repurchase own Class C Shares; (d) transfer of own Class B Shares; and (e) approval of Swap Agreement with third party in relation to LTIP 2022 (agenda items 19(a)-(e))

The Board's proposal under items 19(a)-(e) on the agenda was attached to the minutes, Appendix 10.

The Meeting resolved, in accordance with the Board's proposal under items 19(a) on the agenda, to implement LTIP 2022, under agenda item 19(b) to authorise the Board to issue Class C Shares, under agenda item 19(c) to authorise the Board to repurchase own Class C Shares, under agenda item 19(d) to resolve on repurchases of own Class B Shares and under agenda item 19(e), to approve a swap agreement in relation to LTIP 2022.

It was noted that the Board's proposal under items 19(b)-(d) on the agenda was supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the Annual General Meeting.

§ 20

Resolutions regarding delivery of Class B shares under the LTIP 2021, including: (a) authorisation for the board to issue Class C Shares; (b) authorisation to resolve to repurchase own Class C Shares; and (c) transfer of own Class B shares (agenda items 20(a)-(c))

The Board's proposal under items 20(a)-(c) on the agenda was attached to the minutes, Appendix 11.

The Meeting resolved, in accordance with the Board's proposal under items 20(a) on the agenda to authorise the Board to issue Class C Shares, under agenda item 20(b) to authorise the Board to repurchase own Class C Shares and under agenda item 20(c), to approve transfer of own Class B Shares.

It was noted that the Board's proposal under items 20(a)-(c) on the agenda was supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the Annual General Meeting.

§ 21

Resolutions regarding transfer of own Class B shares issued and repurchased under LTIP 2019 (agenda item 21)

The Meeting resolved in accordance with the Board's proposal, Appendix 12, to approve transfer of own Class B Shares issued and repurchased under the long-term incentive program LTIP 2019.

It was noted that the Board's proposal under item 21 on the agenda was supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the Annual General Meeting.

At the minutes:

Henrik Wållgren

Minutes checked by:

Tone Myhre-Jensen

Oskar Börjesson

Hjalmar Ek

Notice to the annual general meeting

The shareholders of Nordic Entertainment Group AB (publ) ("NENT") are hereby invited to the annual general meeting on Wednesday 18 May 2022.

INFORMATION REGARDING PARTICIPATION IN THE ANNUAL GENERAL MEETING 2022 ETC.

Due to the Covid-19 situation, the board has decided that the annual general meeting will be conducted only by postal voting according to temporary legislation. This means that the annual general meeting will be conducted without the physical presence of shareholders, representatives or third parties. The shareholders can exercise their voting rights at the annual general meeting only by postal voting as instructed below. Information regarding the resolutions by the annual general meeting will be publicly announced on Wednesday 18 May 2022, as soon as the outcome of the postal voting has been finally established.

NOTICE ETC.

Shareholders who wish to participate in the annual general meeting shall

- be recorded in the presentation of the share register prepared by Euroclear Sweden concerning the circumstances on Tuesday 10 May 2022; and
- give notice to participate no later than Tuesday 17 May 2022 by casting their postal vote as instructed under the heading "Postal voting" below, so that the postal vote is received by NENT no later than that day.

Shareholders whose shares are registered in the names of nominees must, in addition to giving notice to the annual general meeting by submitting their postal vote, temporarily re-register the shares in their own name in order to be entitled to participate in the annual general meeting. Such re-registration is requested at the nominee in accordance with the nominee's routines. Voting rights registrations that have been made by the nominee no later than Thursday 12 May 2022 will be taken into account when preparing the general meeting share register.

POSTAL VOTING

Shareholders may exercise their voting rights at the annual general meeting only by voting in advance through so-called postal voting in accordance with Section 22 of the Act on temporary exemptions to facilitate the execution of general meetings in companies and other associations (Sw. lag (2021:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor).

A designated form shall be used for postal voting. The form is available on NENT's website, https://www.nentgroup.com/about/corporate-governance/general-meetings. Additional instructions and conditions are provided in the postal voting form.

The completed and signed form must be received by Euroclear Sweden (administrating the forms on behalf of NENT) no later than Tuesday 17 May 2022. The completed form shall be sent electronically, either by signature with BankID in accordance with the instructions on https://anmalan.vpc.se/euroclearproxy or by sending the completed and signed form by e-mail to generalmeetingservice@euroclear.com. The completed and signed form can also be sent by post to Nordic Entertainment Group AB (publ), c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden.

If a shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. A proxy form is available on NENT's website, https://www.nentgroup.com/about/corporate-governance/general-meetings. If the shareholder is a legal entity, a certificate of registration or other authorisation document shall be attached to the form.

INFORMATION BEFORE THE ANNUAL GENERAL MEETING

The board and the CEO shall, if any shareholder so requests in writing no later than Monday 9 May 2022 and the board believes that it can be done without material harm to the company, no later than Friday 13 May 2022 provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group. Shareholders can send a request regarding such information by post to Nordic Entertainment Group AB, Attn: Legal, P.O. Box 17104, SE-104 62 Stockholm, Sweden or by e-mail to agm@nentgroup.com.

The information will be made available on NENT's website, https://www.nentgroup.com/about/corporate-governance/general-meetings and at NENT's office at Ringvägen 52 in Stockholm, Sweden. The information will also be sent to the shareholder who requested it and stated their postal address or email address.

PROPOSED AGENDA

1. Election of Chair of the annual general meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to check and verify the minutes.
5. Determination of whether the annual general meeting has been duly convened.
6. Presentation of the Annual Report, the Auditor's Report and the consolidated financial statements and the Auditor's Report on the consolidated financial statements.
7. Resolution on the adoption of the income statement and the balance sheet and of the consolidated income statement and the consolidated balance sheet
8. Resolution on the dispositions of the company's results as stated in the adopted balance sheet.
9. Resolution on the discharge of liability of the board and the Chief Executive Officer.
10. Resolution on approval of the Remuneration Report.
11. Determination of the number of members of the board.
12. Determination of remuneration to the members of the board and the auditor.
13. Election of board members;
    - (a) Pernille Erenbjerg (re-election, proposed by the nomination committee);
    - (b) Anders Borg (re-election, proposed by the nomination committee);
    - (c) Simon Duffy (re-election, proposed by the nomination committee);
    - (d) Andrew House (re-election, proposed by the nomination committee);
    - (e) Kristina Schauman (re-election, proposed by the nomination committee); and
    - (f) Natalie Tydeman (re-election, proposed by the nomination committee).
14. Election of the Chair of the board.
15. Determination of the number of Auditors and election of Auditor.
16. Resolution regarding the nomination committee's Procedure.
17. Resolution regarding authorisation for the board to resolve on repurchase of own shares.
18. Resolution regarding amendment of the Articles of Association.
19. Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022"), including:
    - (a) The board's proposal to implement a LTIP 2022;
    - (b) Authorisation for the board to issue Class C Shares;
    - (c) Authorisation to resolve to repurchase own Class C Shares;
    - (d) Transfer of own Class B shares; and
    - (e) Approval of Swap Agreement with third party in relation to LTIP 2022.
20. Resolutions regarding delivery of Class B shares under the LTIP 2021, including:
    - (a) Authorisation for the board to issue Class C Shares;
    - (b) Authorisation to resolve to repurchase own Class C Shares; and
    - (c) Transfer of own Class B shares.
21. Resolutions regarding transfer of own Class B shares issued and repurchased under LTIP 2019.

RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE

Election of Chair of the annual general meeting (item 1)

The nomination committee proposes that Tone Myhre-Jensen, member of the Swedish Bar Association, or if she is unable to attend, the person appointed by the board, is elected as Chair of the annual general meeting.

Determination of the number of members of the board as well as election of the members of the board and the Chair of the board (items 11, 13 (a)-(f) and 14)

The nomination committee proposes that the board shall consist of six members.

The nomination committee proposes that, for the period until the end of the next annual general meeting, Pernille Erenbjerg, Anders Borg, Simon Duffy, Andrew House, Kristina Schauman and Natalie Tydeman shall be re-elected as members of the board.

The nomination committee proposes that Pernille Erenbjerg is elected as Chair of the board.

Determination of remuneration to the members of the board and the auditor (item 12)

The nomination committee proposes an increase of the remuneration for board work and for work in the committees of the board, corresponding to a total remuneration to the board of SEK 5,260,000.

The proposed remuneration for board work for the period until the end of the next annual general meeting amounts to a total of SEK 4,270,000 and shall be allocated in accordance with the following:

- SEK 1,570,000 to the Chair of the board (2021: SEK 1,500,000), and
- SEK 540,000 to each of the five other members of the board (2021: SEK 515,000).

The proposed remuneration for work in the committees of the board for the period until the end of the next annual general meeting amounts to a total of SEK 990,000 and shall be allocated in accordance with the following:

- SEK 275,000 to the Chair of the audit committee (2021: SEK 235,000) and SEK 140,000 to each of the other three members (2021: SEK 130,000), and
- SEK 165,000 to the Chair of the remuneration committee (2021: SEK 140,000) and SEK 65,000 to each of the other two members (2021: SEK 52,500).

The nomination committee proposes that remuneration to the auditor shall be paid in accordance with approved invoices.

Determination of the number of Auditors and election of Auditor (item 15)

In accordance with the audit committee's recommendation, the nomination committee proposes that the company shall have one registered accounting firm as auditor, and that the registered accounting firm KPMG AB shall be re-elected as auditor until the end of the 2023 annual general meeting. The nomination committee proposes that the authorised public accountant Tomas Gerhardsson shall be re-elected as the auditor-in-charge from KPMG.

Resolution regarding amendments to the nomination committee´s Procedure (item 16)

The nomination committee proposes that the meeting resolve on the following procedure for the nomination committee. The amendments consist of editorial amendments and an addition that the board Chair be a co-opted member without voting power in line with current market practice and investor policies.

The work of preparing proposals to the company's annual general meeting regarding the board and auditor, in the case that an auditor should be elected, and their remuneration, Chair of the annual general meeting and the procedure for the nomination committee shall be performed by a nomination committee. This procedure shall apply until the general meeting resolves to change the procedure for appointing the nomination committee.

The nomination committee will be formed during September in consultation with the largest shareholders of the company as of the last business day in August. The committee shall consist of at least three members appointed by the largest shareholders of the company who have wished to appoint a member. The Chair of the board will also be a co-opted member of the nomination committee and will act as its convenor. The members of the nomination committee will appoint the committee's Chair at their first meeting.

The nomination committee is appointed for a term of office commencing at the time of its formation and ending when a new committee is formed. If a member resigns during the committee term, the committee may choose to appoint a new member. The shareholder that appointed the resigning member shall in such case be asked to appoint a new member, provided that the shareholder still is one of the largest shareholders in the company. If that shareholder declines participation in the nomination committee, the committee may choose to ask the next largest qualified shareholder to participate (the Chair shall however continue to contact the shareholders that are next in line if required to form a nomination committee composed of three members, including the Chair of the board). In the event of changes to the ownership structure of the company, the committee may choose to amend its composition in order to ensure that the committee appropriately reflects the ownership of the company. However, unless there are special circumstances, the composition of the nomination committee may remain unchanged following changes in the ownership structure of the company that are either minor or occur less than three months prior to the annual general meeting.

The nomination committee shall have the right to upon request receive personnel resources such as secretarial services from the company, and to charge the company with costs for recruitment consultants and related travel if deemed necessary.

RESOLUTIONS PROPOSED BY THE BOARD

Preparation and approval of the voting list (item 2)

The voting list prepared by Euroclear Sweden on behalf of the company, based on the general meeting share register and postal votes received and controlled by the minute checkers, is proposed as the voting list.

Election of one or two persons to check and verify the minutes (item 4)

The board proposes that the minutes shall be verified, except by the Chair, by Oskar Börjesson, representative for Livförsäkringsbolaget Skandia, and Hjalmar Ek, representative for Lannebo Fonder, or if one or both of them are unable to attend, the person(s) appointed by the board. The minute checkers' assignment also includes verifying the voting list and that received postal votes are correctly reflected in the minutes.

Resolution on the dispositions of the company's results as stated in the adopted balance sheet (item 8)

As previously communicated, the board of NENT has decided not to propose any dividend for the fiscal year 2021. NENT's unappropriated earnings, in total SEK 6,447 million, are therefore proposed to be carried forward.

Resolution regarding authorisation for the board to resolve on repurchase of own shares (item 17)

The board proposes that the annual general meeting resolves to authorise the board to resolve on repurchases of NENT's own shares, for cancellation of shares through a reduction of the share capital, in accordance with the following conditions:

- The repurchase of shares (Class A and/or Class B) shall take place on Nasdaq Stockholm, on one or more occasions during the period up until the next annual general meeting.
- So many shares may, at the most, be repurchased so that NENT's holding does not at any time exceed 10 percent of the total number of shares in NENT.
- Repurchase of shares on Nasdaq Stockholm may occur at a price per share within the at each time registered share price interval, by which is meant the difference between the highest buying price and the lowest selling price.
- It is the from time to time lowest priced, available, shares that shall be repurchased by NENT.
- Payment for the shares shall be made in cash.

The purpose of the authorisation is to give the board more options in its efforts to deliver long-term shareholder value and total return.

Resolution regarding amendment in the Articles of Association (item 18)

The board proposes that the meeting resolve on an amendment in the Articles of Association regarding the company's business name:

Current wording	**Proposed wording**
§ 1 Company's business name	**§ 1 Company name**
The Company's business name is *Nordic Entertainment Group AB* (publ).	The name of the company (Sw. *företagsnamn*) is *Viaplay Group AB* (publ).

Until the articles of association have been registered at the Swedish Companies Registration Office, the company will use its current business name Nordic Entertainment Group AB.

Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022") (item 19)

Resolution regarding the board's proposal to implement a LTIP 2022 (item 19 (a))

The board proposes that the annual general meeting resolves to adopt a long-term incentive plan ("**LTIP 2022**") for the Group Executive Management ("**GEM**"), other senior executives and key employees within Nordic Entertainment Group ("**NENT**"). The plan proposed is identical to the plan approved last year ("**LTIP 2021**"), which received strong shareholder support (98.5 % of votes in favour) and was well received by participants. LTIP 2022 is proposed to comprise no more than 420,000 Class B Shares in NENT. The proposed number of participants in LTIP 2022 have increased from 100 to 115 which is a result of international expansion. The terms and conditions of LTIP 2022 are in line with those adopted for LTIP 2021. In summary, the participants will be granted Performance Share Awards, which after a three-year vesting period entitle them to Class B Shares. Vesting of Performance Share Awards is conditional upon the achievement of performance conditions and subject to continued employment throughout the vesting period, with certain customary exceptions. To further incentivise creation of long-term shareholder value, the CEO and other members of GEM are required to build and maintain a significant shareholding in NENT.

Purpose

The purpose of LTIP 2022 is to attract, motivate and retain key talent within NENT Group and to align participants' interests with those of the shareholders. Through LTIP 2022, the participants' remuneration and allotment of shares is tied to the group's business performance and profitable growth objectives. In summary, the board believes that the implementation of LTIP 2022 will have a positive effect on the group's value growth and will ensure the participants' long-term commitment to the company. Consequently, the board believes that LTIP 2022 is beneficial to the shareholders as well as the Group.

Allotment of Performance Share Awards

LTIP 2022 is proposed to include approximately 115 senior executives and key employees in NENT Group divided into five tiers: the CEO ("**Tier 1**"), other members of GEM and SVPs ("**Tier 2-3**"), and two additional tiers for other senior executives and key employees ("**Tier 4-5**"). The number of Performance Share Awards granted shall be based on maximum award values for each tier expressed as a percentage of the 2022

base salary. The proposed 2022 maximum award values are: 165 % for Tier 1, 110 % for Tier 2, 65 % for Tier 3, 50 % for Tier 4 and 30 % for Tier 5.

Each maximum award value shall thereafter be converted into a maximum number of Performance Share Awards, based on the following calculation: the volume-weighted average of the market price of NENT's Class B Shares on Nasdaq Stockholm during a period of 30 days prior to the 2022 AGM, reduced by the present value of estimated dividend payments for the period until Class B Shares are vested under the Performance Share Awards.

Performance conditions

The number of Performance Share Awards that vest in 2025 is dependent on the achievement of two 3-year Group targets; (i) Total Shareholder Return (refers to the total share price increase including dividends paid during the period from the 2022 AGM to the 2025 AGM, ("**TSR**") and (ii) Viaplay subscribers (refers to the number of Viaplay paying subscribers by end of 2024). Target (i) has a weighting of 70 % and target (ii) a weighting of 30 %. Threshold and maximum target levels have been established by the board at grant. If the minimum threshold level is achieved, 25 % of the Performance Share Awards will vest. If the maximum level is achieved, 100 % of the Performance Share Awards will vest. For target achievement between the threshold and maximum level, the vesting outcome will be measured linearly. The TSR threshold target level is 19 % and the maximum target level is 64 %. The threshold target level for Viaplay subscribers is 8.8 million and the maximum target level is 10.4 million.

Share ownership requirement

To ensure that senior executives build and maintain a significant shareholding in NENT, vesting is conditional on a share ownership requirement for Group Executive Management members in Tiers 1-3. Tiers 1-3 are required to accumulate NENT shares toward target ownership levels that are based on a percentage of net salary. For Tier 1, the CEO, the target ownership level amounts to 150 %, for Tiers 2 and 3 amounts to 75 and 50 % respectively. For current Tier 1-3 participants, 33 % of the requirement must be met each year over three years. For externally appointed Tier 1-3 participants, 20 % of the requirement must be met each year over five years. The remuneration committee has the mandate to adjust these requirements if considered appropriate in individual cases.

Conditions for the Performance Share Awards

Following the vesting period, each vested Performance Share Award entitles the participant to receive one Class B Share free of charge. However, vesting is conditional upon that the participant, with certain customary exceptions, at the time of the publication of NENT's interim report for the first quarter of 2025 is still employed by NENT.

In addition to the conditions above, the following terms shall apply for the Performance Share Awards:

- granted free of charge after the annual general meeting 2022;
- may not be transferred or pledged; and
- can be granted by the company or any other company within the group.

Scope and cost of LTIP 2022

The maximum number of Class B Shares which may be delivered under LTIP 2022 is limited to 420,000, representing approximately 0.5 % of the outstanding shares. The maximum number of B Shares which may be delivered under LTIP 2019, LTIP 2021 and LTIP 2022 in aggregate is limited to 921,000, representing approximately 1.2 % of the outstanding shares.

The total cost of LTIP 2022 is estimated to amount to no more than SEK 121 million, which corresponds to approximately 2.6 % annually of total employment cost for 2021. The cost will be distributed over the years 2022-2025. The total cost includes salary costs of SEK 89 million, social security costs of SEK 31 million and administration costs of SEK 1 million. The calculation of total salary costs is based on the maximum number of Performance Share Awards being delivered to participants, calculated at grant with a reduction of the present value of estimated dividends during a three-year period, an annual attrition rate of 10 % and a share price at grant of SEK 350. The calculation of social security costs is based on a 18 % annual share price increase and an average annual social security tax rate of 18 %.

The costs are expected to have a limited effect on NENT's key ratios.

Delivery of Class B Shares under LTIP 2022

To ensure the delivery of Class B Shares under LTIP 2022, the board proposes that the annual general meeting resolves to authorise the board to resolve on a directed issue of Class C shares to a third party and subsequently repurchase the Class C Shares from the third party. The Class C Shares will then be held by the company, whereafter the appropriate number of Class C Shares will be reclassified into Class B Shares and subsequently be delivered to the participants under LTIP 2022 and LTIP 2021 (items 19 (b)-(d)).

Resolution in accordance with items 19 (b)-(d) require approval of at least nine tenths (9/10) of the shares represented and votes cast at the annual general meeting. In the event that the required majority under item 19 (b-d) below is not reached, the company intends to enter into an agreement with a third party, under which the third party shall, in its own name, buy and transfer Class B Shares in the company to the participants in accordance with LTIP 2022.

Preparation and administration of LTIP 2022

In accordance with guidelines provided by the board, the incentive program has been prepared by the remuneration committee together with external advisors. The board or the remuneration committee shall be responsible for preparing the detailed terms and conditions of LTIP 2022, in accordance with the terms and guidelines resolved on by the annual general meeting. It is further proposed that the board shall be entitled to make other adjustments, if it so deems appropriate, should changes occur in NENT or its operating environment that would entail that the adopted conditions for LTIP 2022 are no longer in line with its purpose. Any such adjustments shall only be made in order to fulfil the main objectives of LTIP 2022.

Authorisation for the board to issue Class C Shares (item 19 (b))

The board proposes that the annual general meeting resolves to authorise the board, during the period until the next annual general meeting, to increase the company's share capital by not more than SEK 840,000 by the issue of not more than 420,000 Class C Shares, each with a quota value of approximately SEK 2. With deviation from the shareholders' preferential rights, a third party shall be entitled to subscribe for the new Class C Shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares to participants in LTIP 2022 and LTIP 2021.

Authorisation to resolve to repurchase own Class C Shares (item 19 (c))

The board proposes that the annual general meeting resolves to authorise the board, during the period until the next annual general meeting, on one or more occasions, to repurchase its own Class C Shares. The repurchase may only be effected through a public offer directed to all holders of Class C Shares and shall comprise all outstanding Class C Shares. The purchase may be affected at a purchase price corresponding to the quota value of the share. Payment for the Class C shares shall be made in cash. The purpose of the repurchase authorisation is to ensure the company's compliance with its obligations under LTIP 2022 and LTIP 2021.

Transfer of own Class B shares (item 19 (d))

The board proposes that the annual general meeting resolves that Class C Shares that the company purchases by virtue of the authorisation to repurchase its own Class C Shares in accordance with item 19 (c) above, following reclassification into Class B Shares and amounting to no more than 420,000 Class B Shares, may be transferred to participants in LTIP 2022 and LTIP 2021 in accordance with the applicable approved terms.

Approval of Swap Agreement with third party in relation to LTIP 2022 (item 19 (e))

In the event that the required majority for approval is not reached under item 19 (b)-(d) above, the financial exposure of LTIP 2022 shall be hedged by the company entering into a swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares of Class B Shares in NENT to participants in LTIP 2022. The interest cost for such a swap agreement is estimated to be SEK 1 million per year based on the current interest levels and a share price of SEK 350.

Resolutions on delivery of Class B Shares under the LTIP 2021 (item 20)

Authorisation for the board to issue Class C Shares (item 20(a))

The board proposes that the annual general meeting resolves to authorise the board, during the period until the next annual general meeting, to increase the company's share capital by not more than SEK 520,000 by the issue of not more than 260,000 Class C Shares, each with a quota value of SEK 2. With deviation from the shareholders' preferential rights, a third party shall be entitled to subscribe for the new Class C Shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to

ensure delivery of shares to participants in LTIP 2021 and LTIP 2022.

Authorisation to resolve to repurchase own Class C Shares (item 20 (b))

The board proposes that the annual general meeting resolves to authorise the board, during the period until the next annual general meeting, on one or more occasions, to repurchase its own Class C Shares. The repurchase may only be effected through a public offer directed to all holders of Class C Shares and shall comprise all outstanding Class C Shares. The purchase may be affected at a purchase price corresponding to the quota value of the share. Payment for the Class C shares shall be made in cash. The purpose of the repurchase authorisation is to ensure the company's compliance with its obligations under LTIP 2021 and LTIP 2022.

Transfer of own Class B Shares (item 20 (c))

The board proposes that the annual general meeting resolves that Class C Shares that the company purchases by virtue of the authorisation to repurchase its own Class C Shares in accordance with item 20 (b) above, following reclassification into Class B Shares and amounting to no more than 260,000 Class B Shares, may be transferred to participants in LTIP 2021 and LTIP 2022 in accordance with the applicable approved terms.

Resolution on transfer of own Class B Shares issued and repurchased under long-term incentive plan 2019 (item 21)

The board proposes that the annual general meeting resolves that Class C Shares that the company issued and repurchased by virtue of the authorisation to repurchase its Class C Shares in accordance with a resolution by the annual general meeting 2019, following reclassification into Class B Shares, may be transferred to participants in LTIP 2019, LTIP 2021 and LTIP 2022 in accordance with the applicable approved terms.

The board further proposes that the annual general meeting resolves that the Class B Shares and the Class C Shares held by NENT, after reclassification to Class B Shares as applicable, amounting to no more than 461,154 Class B Shares, may be transferred to participants in accordance with the terms of LTIP 2019, LTIP 2021 and LTIP 2022.

MISCELLANEOUS

Authorisation

The board, or such person that the board may appoint, shall be authorised to make the minor adjustments in the resolutions adopted by the annual general meeting as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden.

Number of shares and votes

There are a total number of 78,442,244 registered shares in the company, whereof 531,536 Class A shares, 77,451,208 Class B shares and 459,500 Class C shares. The total number of votes in NENT is 83,226,068 based on the number of registered shares. As per the date of the disclosure of this notice, 459,500 Class C shares are held in treasury by NENT.

Special majority requirements and conditions with respect to the proposed resolutions under items 17- 21

Resolutions regarding authorisation for the board to resolve on repurchase of own shares as well as resolution regarding amendment of the articles of association

The resolutions under items 17 and 18 are valid only if supported by shareholders holding at least two thirds (2/3) of both the votes cast and the shares represented at the annual general meeting.

Resolutions regarding hedging arrangements in relation to LTIP 2022 and 2021

The resolutions under items 19 (b) – (d) are proposed to be conditional upon one another and are therefore proposed to be resolved jointly. The resolutions under items 20 (a) – (c) are proposed to be conditional upon one another and are therefore proposed to be resolved jointly. As a result, the resolutions under items 19 (b) – (d) and items 20 (a) – (c) respectively, require approval of at least nine tenths (9/10) of both the votes cast and the shares represented at the annual general meeting. Further, the resolution under item 21 also requires approval of at least nine tenths (9/10) of both the votes cast and the shares represented at the annual general meeting.

Documentation

The nomination committee's motivated statement explaining its proposals regarding the board and information on the proposed members of the board will be made available from and including today on the company's website, https://www.nentgroup.com/about/corporate-governance/general-meetings.

The annual Report 2021, the Auditor's Report, the consolidated financial statements and the consolidated Auditor's Report, the Auditor's statement pursuant to Ch 8 Sec 54 of the Swedish Companies Act regarding whether the guidelines for remuneration to senior executives adopted by the annual general meeting have been complied with, the Remuneration Report pursuant to Ch 8 Sec 53 a of the Swedish Companies Act, information regarding the proposed board members pursuant to Ch 8 Sec 48 of the Swedish Companies Act, the motivated statement of the board pursuant to Ch 19 Sec 22 of the Swedish Companies Act, and the proposed wording of the Articles of Association are available on the company's website,

https://www.nentgroup.com/about/corporate-governance/general-meetings and at the company's premises at Ringvägen 52 in Stockholm, Sweden. The documents are presented, and the information is provided to the shareholders, by way of making them available at the company's premises and on the company's website. The documents will also be sent to those shareholders who so request and state their postal or e-mail address. The documentation can be ordered by telephone at +46 (0)8-402 91 33 or by post at the address Nordic Entertainment Group AB (publ), c/o Euroclear Sweden AB, P.O 191, SE-101 23 Stockholm. The general meeting share register will be made available at the company's premises at Ringvägen 52 in Stockholm, Sweden.

Processing of personal data

For information on how your personal data is processed in connection with the annual general meeting, please visit https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf. If you have any questions regarding NENT's data handling processes or wish to exercise your rights, please contact us at dpo@nentgroup.com.

_____

Stockholm in April 2022

THE BOARD

NORDIC ENTERTAINMENT GROUP AB (PUBL)

Notification of participation and form for postal voting

The board of Nordic Entertainment Group AB (publ) has resolved that the shareholders of Nordic Entertainment Group AB (publ), at the annual general meeting on Wednesday 18 May 2022, shall only be able to exercise their voting rights by post (see below for options) in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

To be received by Nordic Entertainment Group AB (publ) c/o Euroclear (addresses below) no later than Tuesday 17 May 2022.

Note that shareholders whose shares are nominee-registered must register the shares in their own name in order to vote. Instructions for this can be found in the notice of the annual general meeting.

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in **Nordic Entertainment Group AB (publ)**, reg. no 559124-6847 at the annual general meeting on Wednesday 18 May 2022. The voting right is exercised in accordance with the voting options marked below.

Name of the shareholder	Personal identity number/registration number

Declaration (if the signatory is a legal representative of a shareholder who is a legal entity): The undersigned is a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorized to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions.

Declaration (if the signatory represents the shareholder by proxy): The undersigned solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

Telephone number	E-mail
Place and date	
Signature	
Clarification of signature	

For postal voting, proceed as follows:

- Complete the information above
- Select the preferred voting options below
- Print, sign and send the form in the original to Nordic Entertainment Group AB (publ), c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by e-mail to generalmeetingservice@euroclear.com (with reference "Nordic Entertainment Group AB annual general meeting 2022"). Shareholders may also cast their postal votes electronically through BankID verification as per instructions available on anmalan.vpc.se/euroclearproxy
- If the shareholder is a natural person who is personally voting by post, it is the shareholder who should sign under Signature above. If the postal vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the postal vote is submitted by a legal representative of a legal entity, it is the representative who should sign
- A power of attorney shall be enclosed if the shareholder votes by proxy. If the shareholder is a legal entity, a registration certificate or a corresponding document for the legal entity shall be enclosed with the form

Further information regarding postal voting

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A postal vote in its entirety is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented.

Only one form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form, or a form without valid authorisation documentation, may be discarded without being considered.

The postal voting form, together with any enclosed authorisation documentation, must be received by Nordic Entertainment Group AB (publ) no later than **Tuesday 17 May 2022**. A postal vote can be withdrawn up to and including **Tuesday 17 May 2022** in the same manner as the postal vote was submitted, or by phone at +46 8-402 91 33 (Monday-Friday 9 a.m. to 4 p.m.).

For complete proposals for resolutions, please refer to the notice of the annual general meeting and the other documents to the annual general meeting on Nordic Entertainment Group's website. The proposed resolutions set out in the notice and other documents may be changed or withdrawn. Nordic Entertainment Group AB (publ) will disclose such adjustments through a press release, after which the shareholders have the right to submit a new form.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

For questions, please contact Euroclear Sweden AB +46 8-402 91 33 (Monday-Friday 9 a.m. to 4 p.m.).

Annual general meeting in Nordic Entertainment Group AB (publ) on Wednesday 18 May 2022

The voting options below comprise, if not otherwise stated in the form, the proposals submitted by the board and the nomination committee included in the notice of the annual general meeting and the other documents to the annual general meeting held available on the company's website.

1. Election of Chair of the annual general meeting Yes ☐ No ☐
2. Preparation and approval of the voting list Yes ☐ No ☐
3. Approval of the agenda Yes ☐ No ☐
4. Election of one or two persons to check and verify the minutes Yes ☐ No ☐
5. Determination of whether the annual general meeting has been duly convened Yes ☐ No ☐
7. Resolution on the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet Yes ☐ No ☐
8. Resolution on the dispositions of the company's results as stated in the adopted balance sheet Yes ☐ No ☐
9. Resolution on the discharge of liability of the board and the Chief Executive Officer 9.1 Pernille Erenbjerg (Chair of the board) Yes ☐ No ☐ 9.2 Anders Borg (member of the board) Yes ☐ No ☐ 9.3 David Chance (member of the board) Yes ☐ No ☐ 9.4 Simon Duffy (member of the board) Yes ☐ No ☐ 9.5 Andrew House (member of the board) Yes ☐ No ☐

9.6 Kristina Schauman (member of the board)

Yes ☐ No ☐

9.7 Natalie Tydeman (member of the board)

Yes ☐ No ☐

9.8 Anders Jensen (CEO)

Yes ☐ No ☐

10. Resolution on approval of Remuneration Report

Yes ☐ No ☐

11. Determination of the number of members of the board

Yes ☐ No ☐

12. Determination of remuneration to the members of the board and the auditor

Yes ☐ No ☐

13. Election of board members

13 (a) Pernille Erenbjerg (re-election, proposed by the nomination committee)

Yes ☐ No ☐

13 (b) Anders Borg (re-election, proposed by the nomination committee)

Yes ☐ No ☐

13 (c) Simon Duffy (re-election, proposed by the nomination committee)

Yes ☐ No ☐

13 (d) Andrew House (re-election, proposed by the nomination committee)

Yes ☐ No ☐

13 (e) Kristina Schauman (re-election, proposed by the nomination committee)

Yes ☐ No ☐

13 (f) Natalie Tydeman (re-election, proposed by the nomination committee)

Yes ☐ No ☐

14. Election of the Chair of the board

Yes ☐ No ☐

15. Determination of the number of Auditors and election of Auditor

Yes ☐ No ☐

16. Resolution regarding the nomination committee's Procedure

Yes ☐ No ☐

17. Resolution regarding authorisation for the board to resolve on repurchase of own shares

Yes ☐ No ☐

18. Resolution regarding amendments to the Articles of Association

Yes ☐ No ☐

19. Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022"), including:

19 (a) the board's proposal to implement a LTIP 2022

Yes ☐ No ☐

19 (b) Authorisation for the board to issue Class C Shares

Yes ☐ No ☐

19 (c) Authorisation to resolve to repurchase own Class C Shares

Yes ☐ No ☐

19 (d) Transfer of own Class B shares

Yes ☐ No ☐

19 (e) Approval of Swap Agreement with third party in relation to LTIP 2022

Yes ☐ No ☐

20. Resolutions regarding delivery of Class B shares under the long-term incentive plan 2021, including:

20 (a) Authorisation for the board to issue Class C Shares

Yes ☐ No ☐

20 (b) Authorisation to resolve to repurchase own Class C Shares

Yes ☐ No ☐

20 (c) Transfer of own Class B shares

Yes ☐ No ☐

21. Resolutions regarding transfer of own Class B shares issued and repurchased under LTIP 2019

Yes ☐ No ☐

The shareholder requests that one or more items in the above form shall be postponed to a continued general meeting.

(This section is to be filled in only if the shareholder has such request)

State item or items by using numbers:

Nordic Entertainment Group AB (publ)

2022-05-18 01:00

Appendix 3

Postal votes - final outcome (26§ 2022:121)

	A - 10 votes	B - 1 vote	Total
Present shares	159 128	46 105 906	46 265 034
Present votes	1 591 280,0	46 105 906,0	47 697 186,0
Issued share capital	531 536	77 699 772	78 231 308
Repurshased shares	0	6 782	6 782

Votes			Shares			% of given votes			% present shares			% of issued share capital		
For	Against	Not voted	For	Against	Not voted	For	Against	Not voted	For	Against	Not voted	For	Against	No vot./rep.
1 - Election of Chair of the annual general meeting														
47 398 685,0	0,0	298 501,0	45 966 533	0	298 501	100,000%	0,000%	0,626%	99,355%	0,000%	0,645%	58,757%	0,000%	41,243%
2 - Preparation and approval of the voting list														
47 398 685,0	0,0	298 501,0	45 966 533	0	298 501	100,000%	0,000%	0,626%	99,355%	0,000%	0,645%	58,757%	0,000%	41,243%
3 - Approval of the agenda														
47 398 685,0	0,0	298 501,0	45 966 533	0	298 501	100,000%	0,000%	0,626%	99,355%	0,000%	0,645%	58,757%	0,000%	41,243%
4 - Election of one or two persons to check and verify the minutes														
47 398 685,0	0,0	298 501,0	45 966 533	0	298 501	100,000%	0,000%	0,626%	99,355%	0,000%	0,645%	58,757%	0,000%	41,243%
5 - Determination of whether the annual general meeting has been duly convened														
47 398 685,0	0,0	298 501,0	45 966 533	0	298 501	100,000%	0,000%	0,626%	99,355%	0,000%	0,645%	58,757%	0,000%	41,243%
7 - Resolution on the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet														
47 652 416,0	44 770,0	0,0	46 220 264	44 770	0	99,906%	0,094%	0,000%	99,903%	0,097%	0,000%	59,082%	0,057%	40,861%
8 - Resolution on the dispositions of the company''s results as stated in the adopted balance sheet														
47 697 186,0	0,0	0,0	46 265 034	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	59,139%	0,000%	40,861%
9.1 - Resolution on the discharge of liability of the board and the Chief Executive Officer - Pernille Erenbjerg (Chair of the board)														
47 651 212,0	45 616,0	358,0	46 219 060	45 616	358	99,904%	0,096%	0,001%	99,901%	0,099%	0,001%	59,080%	0,058%	40,862%
9.2 - Resolution on the discharge of liability of the board and the Chief Executive Officer - Anders Borg (member of the board)														
47 651 212,0	45 616,0	358,0	46 219 060	45 616	358	99,904%	0,096%	0,001%	99,901%	0,099%	0,001%	59,080%	0,058%	40,862%
9.3 - Resolution on the discharge of liability of the board and the Chief Executive Officer - David Chance (member of the board)														
47 651 212,0	45 616,0	358,0	46 219 060	45 616	358	99,904%	0,096%	0,001%	99,901%	0,099%	0,001%	59,080%	0,058%	40,862%
9.4 - Resolution on the discharge of liability of the board and the Chief Executive Officer - Simon Duffy (member of the board)														
47 651 212,0	45 616,0	358,0	46 219 060	45 616	358	99,904%	0,096%	0,001%	99,901%	0,099%	0,001%	59,080%	0,058%	40,862%
9.5 - Resolution on the discharge of liability of the board and the Chief Executive Officer - Andrew House (member of the board)														
47 651 212,0	45 616,0	358,0	46 219 060	45 616	358	99,904%	0,096%	0,001%	99,901%	0,099%	0,001%	59,080%	0,058%	40,862%
9.6 - Resolution on the discharge of liability of the board and the Chief Executive Officer - Kristina Schauman (member of the board)														
47 651 212,0	45 616,0	358,0	46 219 060	45 616	358	99,904%	0,096%	0,001%	99,901%	0,099%	0,001%	59,080%	0,058%	40,862%
9.7 - Resolution on the discharge of liability of the board and the Chief Executive Officer - Natalie Tydeman (member of the board)														
47 651 178,0	45 616,0	392,0	46 219 026	45 616	392	99,904%	0,096%	0,001%	99,901%	0,099%	0,001%	59,080%	0,058%	40,862%
9.8 - Resolution on the discharge of liability of the board and the Chief Executive Officer - Anders Jensen (CEO)														
47 651 212,0	45 616,0	358,0	46 219 060	45 616	358	99,904%	0,096%	0,001%	99,901%	0,099%	0,001%	59,080%	0,058%	40,862%
10 - Resolution on approval of Remuneration Report														
47 345 906,0	307 500,0	43 780,0	45 913 754	307 500	43 780	99,355%	0,645%	0,092%	99,241%	0,665%	0,095%	58,690%	0,393%	40,917%
11 - Determination of the number of members of the board														
47 697 186,0	0,0	0,0	46 265 034	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	59,139%	0,000%	40,861%

12 - Determination of remuneration to the members of the board and the auditor														
47 696 977,0	209,0	0,0	46 264 825	209	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	59,139%	0,000%	40,861%
13a - Election of board members - Pernille Erenbjerg (re-election, proposed by the nomination committee)														
47 310 125,0	374 539,0	12 522,0	45 877 973	374 539	12 522	99,215%	0,785%	0,026%	99,163%	0,810%	0,027%	58,644%	0,479%	40,877%
13b - Election of board members - Anders Borg (re-election, proposed by the nomination committee)														
47 695 982,0	846,0	358,0	46 263 830	846	358	99,998%	0,002%	0,001%	99,997%	0,002%	0,001%	59,137%	0,001%	40,862%
13c - Election of board members - Simon Duffy (re-election, proposed by the nomination committee)														
47 665 891,0	30 937,0	358,0	46 233 739	30 937	358	99,935%	0,065%	0,001%	99,932%	0,067%	0,001%	59,099%	0,040%	40,862%
13d - Election of board members - Andrew House (re-election, proposed by the nomination committee)														
47 695 982,0	846,0	358,0	46 263 830	846	358	99,998%	0,002%	0,001%	99,997%	0,002%	0,001%	59,137%	0,001%	40,862%
13e - Election of board members - Kristina Schauman (re-election, proposed by the nomination committee)														
46 442 631,0	1 254 197,0	358,0	45 010 479	1 254 197	358	97,370%	2,630%	0,001%	97,288%	2,711%	0,001%	57,535%	1,603%	40,862%
13f - Election of board members - Natalie Tydeman (re-election, proposed by the nomination committee)														
47 404 895,0	248 153,0	44 138,0	45 972 743	248 153	44 138	99,479%	0,521%	0,093%	99,368%	0,536%	0,095%	58,765%	0,317%	40,918%
14 - Election of the Chair of the board														
47 312 286,0	372 371,0	12 529,0	45 880 134	372 371	12 529	99,219%	0,781%	0,026%	99,168%	0,805%	0,027%	58,647%	0,476%	40,877%
15 - Determination of the number of Auditors and election of Auditor														
47 697 186,0	0,0	0,0	46 265 034	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	59,139%	0,000%	40,861%
16 - Resolution regarding the nomination committee's Procedure														
47 696 750,0	0,0	436,0	46 264 598	0	436	100,000%	0,000%	0,001%	99,999%	0,000%	0,001%	59,138%	0,000%	40,862%
17 - Resolution regarding authorisation for the board to resolve on repurchase of own shares														
47 696 392,0	358,0	436,0	46 264 240	358	436	99,999%	0,001%	0,001%	99,998%	0,001%	0,001%	59,138%	0,000%	40,862%
18 - Resolution regarding amendments to the Articles of Association														
47 696 977,0	0,0	209,0	46 264 825	0	209	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	59,139%	0,000%	40,861%
19a - Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022"), including: the board's proposal to implement a LTIP 2022														
47 696 977,0	0,0	209,0	46 264 825	0	209	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	59,139%	0,000%	40,861%
19a - Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022"), including: the board's proposal to implement a LTIP 2022														
47 595 390,0	58 016,0	43 780,0	46 163 238	58 016	43 780	99,878%	0,122%	0,092%	99,780%	0,125%	0,095%	59,009%	0,074%	40,917%
19b - Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022"), including: Authorisation for the board to issue Class C Shares														
47 595 390,0	58 016,0	43 780,0	46 163 238	58 016	43 780	99,878%	0,122%	0,092%	99,780%	0,125%	0,095%	59,009%	0,074%	40,917%
19c - Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022"), including: Authorisation to resolve to repurchase own Class C Shares														
47 595 390,0	58 016,0	43 780,0	46 163 238	58 016	43 780	99,878%	0,122%	0,092%	99,780%	0,125%	0,095%	59,009%	0,074%	40,917%
19d - Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022"), including: Transfer of own Class B shares														
47 596 199,0	57 207,0	43 780,0	46 164 047	57 207	43 780	99,880%	0,120%	0,092%	99,782%	0,124%	0,095%	59,010%	0,073%	40,917%
19e - Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022"), including: Approval of Swap Agreement with third party in relation to LTIP 2022														
39 401 325,0	8 225 299,0	70 562,0	37 969 173	8 225 299	70 562	82,730%	17,270%	0,148%	82,069%	17,779%	0,153%	48,534%	10,514%	40,951%
20a - Resolutions regarding delivery of Class B shares under the long-term incentive plan 2021, including: Authorisation for the board to issue Class C Shares														
47 595 390,0	57 807,0	43 989,0	46 163 238	57 807	43 989	99,879%	0,121%	0,092%	99,780%	0,125%	0,095%	59,009%	0,074%	40,917%
20b - Resolutions regarding delivery of Class B shares under the long-term incentive plan 2021, including: Authorisation to resolve to repurchase own Class C Shares														
47 595 032,0	58 374,0	43 780,0	46 162 880	58 374	43 780	99,878%	0,122%	0,092%	99,779%	0,126%	0,095%	59,008%	0,075%	40,917%
20c - Resolutions regarding delivery of Class B shares under the long-term incentive plan 2021, including: Transfer of own Class B shares														
47 596 199,0	57 207,0	43 780,0	46 164 047	57 207	43 780	99,880%	0,120%	0,092%	99,782%	0,124%	0,095%	59,010%	0,073%	40,917%
21 - Resolutions regarding transfer of own Class B shares issued and repurchased under LTIP 2019														
47 163 351,0	57 207,0	476 628,0	45 731 199	57 207	476 628	99,879%	0,121%	0,999%	98,846%	0,124%	1,030%	58,456%	0,073%	41,470%

PROPOSED AGENDA

1. Election of Chair of the annual general meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to check and verify the minutes.
5. Determination of whether the annual general meeting has been duly convened.
6. Presentation of the Annual Report, the Auditor's Report and the consolidated financial statements and the Auditor's Report on the consolidated financial statements.
7. Resolution on the adoption of the income statement and the balance sheet and of the consolidated income statement and the consolidated balance sheet
8. Resolution on the dispositions of the company's results as stated in the adopted balance sheet.
9. Resolution on the discharge of liability of the board and the Chief Executive Officer.
10. Resolution on approval of the Remuneration Report.
11. Determination of the number of members of the board.
12. Determination of remuneration to the members of the board and the auditor.
13. Election of board members;
    - (a) Pernille Erenbjerg (re-election, proposed by the nomination committee);
    - (b) Anders Borg (re-election, proposed by the nomination committee);
    - (c) Simon Duffy (re-election, proposed by the nomination committee);
    - (d) Andrew House (re-election, proposed by the nomination committee);
    - (e) Kristina Schauman (re-election, proposed by the nomination committee); and
    - (f) Natalie Tydeman (re-election, proposed by the nomination committee).
14. Election of the Chair of the board.
15. Determination of the number of Auditors and election of Auditor.
16. Resolution regarding the nomination committee's Procedure.
17. Resolution regarding authorisation for the board to resolve on repurchase of own shares.
18. Resolution regarding amendment of the Articles of Association.
19. Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022"), including:
    - (a) The board's proposal to implement a LTIP 2022;
    - (b) Authorisation for the board to issue Class C Shares;
    - (c) Authorisation to resolve to repurchase own Class C Shares;
    - (d) Transfer of own Class B shares; and
    - (e) Approval of Swap Agreement with third party in relation to LTIP 2022.
20. Resolutions regarding delivery of Class B shares under the LTIP 2021, including:
    - (a) Authorisation for the board to issue Class C Shares;
    - (b) Authorisation to resolve to repurchase own Class C Shares; and
    - (c) Transfer of own Class B shares.
21. Resolutions regarding transfer of own Class B shares issued and repurchased under LTIP 2019.

Resolution regarding amendments to the nomination committee´s Procedure (item 16)

The nomination committee proposes that the meeting resolve on the following procedure for the nomination committee. The amendments consist of editorial amendments and an addition that the board Chair be a co-opted member without voting power in line with current market practice and investor policies.

The work of preparing proposals to the company's annual general meeting regarding the board and auditor, in the case that an auditor should be elected, and their remuneration, Chair of the annual general meeting and the procedure for the nomination committee shall be performed by a nomination committee. This procedure shall apply until the general meeting resolves to change the procedure for appointing the nomination committee.

The nomination committee will be formed during September in consultation with the largest shareholders of the company as of the last business day in August. The committee shall consist of at least three members appointed by the largest shareholders of the company who have wished to appoint a member. The Chair of the board will also be a co-opted member of the nomination committee and will act as its convenor. The members of the nomination committee will appoint the committee's Chair at their first meeting.

The nomination committee is appointed for a term of office commencing at the time of its formation and ending when a new committee is formed. If a member resigns during the committee term, the committee may choose to appoint a new member. The shareholder that appointed the resigning member shall in such case be asked to appoint a new member, provided that the shareholder still is one of the largest shareholders in the company. If that shareholder declines participation in the nomination committee, the committee may choose to ask the next largest qualified shareholder to participate (the Chair shall however continue to contact the shareholders that are next in line if required to form a nomination committee composed of three members, including the Chair of the board). In the event of changes to the ownership structure of the company, the committee may choose to amend its composition in order to ensure that the committee appropriately reflects the ownership of the company. However, unless there are special circumstances, the composition of the nomination committee may remain unchanged following changes in the ownership structure of the company that are either minor or occur less than three months prior to the annual general meeting.

The nomination committee shall have the right to upon request receive personnel resources such as secretarial services from the company, and to charge the company with costs for recruitment consultants and related travel if deemed necessary.

Resolution regarding authorisation for the board to resolve on repurchase of own shares (item 17)

The board proposes that the annual general meeting resolves to authorise the board to resolve on repurchases of NENT's own shares, for cancellation of shares through a reduction of the share capital, in accordance with the following conditions:

- The repurchase of shares (Class A and/or Class B) shall take place on Nasdaq Stockholm, on one or more occasions during the period up until the next annual general meeting.
- So many shares may, at the most, be repurchased so that NENT's holding does not at any time exceed 10 percent of the total number of shares in NENT.
- Repurchase of shares on Nasdaq Stockholm may occur at a price per share within the at each time registered share price interval, by which is meant the difference between the highest buying price and the lowest selling price.
- It is the from time to time lowest priced, available, shares that shall be repurchased by NENT.
- Payment for the shares shall be made in cash.

The purpose of the authorisation is to give the board more options in its efforts to deliver long-term shareholder value and total return.

Resolution regarding amendment in the Articles of Association (item 18)

The board proposes that the meeting resolve on an amendment in the Articles of Association regarding the company's business name:

Current wording		**Proposed wording**
§ 1 Company's business name The Company's business name is *Nordic Entertainment Group AB* (publ).		§ 1 Company name The name of the company (Sw. *företagsnamn*) is *Viaplay Group AB* (publ).

Until the articles of association have been registered at the Swedish Companies Registration Office, the company will use its current business name Nordic Entertainment Group AB.

The proposed wording of the Articles of Association

Articles of Association

Viaplay Group AB (publ), reg. no. 559124-6847

Adopted at the annual general meeting on 18 May 2022

§ 1 Company Name

The name of the company (Sw. *företagsnamn*) is Viaplay Group AB (publ).

§ 2 Office

The company's registered office is in Stockholm municipality.

§ 3 Operations

The company shall develop and sell goods and services within the media, information and communications businesses and other activities compatible therewith. The company shall also be entitled to own and manage real estate as well as shares and other movables and carry on other activities compatible therewith. The company shall have the right to guarantee or otherwise pledge security for obligations assumed by other companies within the same group.

§ 4 Share capital and number of shares

The share capital shall be not less than SEK 100,000,000 and not more than SEK 400,000,000. The number of shares shall be not less than 50,000,000 and not more than 200,000,000.

§ 5 Shares

The company may issue shares of three classes, Class A, Class B and Class C. Class A shares may be issued in a maximum number of 200,000,000 and Class B in a maximum number of 200,000,000 and Series C in a maximum number of 200,000,000. Each share of Class A shall carry ten votes, and each share of Class B and C, respectively, shall carry one vote. Shares of either class may be issued up to an amount corresponding to the entire share capital.

Owners of Class C shares are not entitled to dividends. Upon the company's liquidation, Class C shares carry equivalent right to the company's assets as other shares, however not to an amount exceeding the quota value of the share.

In the event of new issues of shares of Class A, Class B and Class C where payment is not to be made in kind, owners of shares of Class A, Class B and Class C shall enjoy pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary pre-emption right). Shares which are not subscribed for pursuant to the primary pre-emption rights shall be offered to all shareholders (secondary pre-emption right). If the shares thus offered are not sufficient for the subscription pursuant to the secondary pre-emption rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

In the event of new issues of shares of Class A, Class B or Class C where payment is not to be made in kind, all shareholders shall, irrespective of whether their shares are of Class A, Class B or Class C, have pre-emption rights to subscribe for new shares pro rata to the number of shares previously held by them.

The stipulations regarding preferential rights shall apply mutatis mutandis for new issues of warrants and convertible debt and shall not infringe on the possibility to resolve on an issue in which the preferential rights of shareholders are waived.

If the share capital is increased by a bonus issue, where new shares are issued, new shares of Class A and Class B shall be issued in relation to the number of shares of the same classes already held. In such cases, old shares of a specific class shall entitle to new shares of the same class. Class C shares do not carry rights to participate in bonus issues. Following a requisite amendment in the Articles of Association, the aforementioned stipulation shall not infringe on the possibility to issue shares of a new class by a bonus issue.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, upon the request of an owner of Class C shares and a resolution by the company's Board of Directors or the general meeting, take place through redemption of Class C shares. A request from an owner of Class C shares shall be made in writing to the Board of Directors and the Board shall process the request promptly. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if required funds are available. The redemption amount per Class C share shall correspond to the quota value of such shares.

Following notice of the redemption resolution, holders of shares shall promptly receive payment for the shares, or, if authorisation from the Swedish Companies Registration Office or a court is required, following notice that the final decision has been registered.

Class C shares held by the company may, upon the decision of the Board of Directors be reclassified into Class B Shares. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office for registration. The reclassification is effected when it has been registered and the reclassification noted in the Swedish Central Securities Depository.

Shares of Class A shall be subject to reclassification to shares of Class B. Owners of shares of Class A shall be entitled, during January and July each year (the "**Reclassification Periods**"), to request that all or part of their shares of Class A be reclassified to shares of Class B. A request for reclassification shall be made by written notification and must have been received by the company's Board of Directors no later than on the last day during the relevant Reclassification Period. Such request shall state (i) the number of Class A shares that the shareholder wishes to reclassify or (ii) the percentage of the total number of votes in the company that the shareholder wishes to hold, after reclassification has been completed of all Class A shares requested for reclassification during the relevant Reclassification Period. When making a request in accordance with alternative (ii) above, the shareholder shall also state the total number of shares of Class A and shares of Class B that the shareholder holds at the time of the request.

By the end of each Reclassification Period, the Board of Directors shall consider the question of reclassification. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies

Register (Sw. *Bolagsverket*) for registration. The reclassification is effected when it has been registered and the reclassification been noted in the CSD Register.

§ 6 The Board of Directors

The Board of Directors shall consist of no less than three and no more than nine directors.

§ 7 Auditors

The Company shall have no less than one and no more than three auditors with up to three deputy auditors. The auditor's term of office shall last until the end of the annual general meeting that is held during the first, second, third or fourth financial year after the auditor was elected.

§ 8 Financial year

The company's financial year shall be the calendar year.

§ 9 Notice of a general meeting

Notice of a general meeting of shareholders shall be published in the Swedish Official Gazette (Sw. *Post- och Inrikes Tidningar*) as well as on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

§ 10 Participation at the general meeting

A shareholder who wishes to participate at the general meeting shall notify the company of his/her participation no later than the day stated in the notice convening the meeting.

A shareholder attending a general meeting may be accompanied by an assistant, however only when the shareholder has provided notification hereof in accordance with the foregoing paragraph.

§ 11 Collection of proxy forms and voting by post

The Board may collect powers of attorney in accordance with the procedure described in Chapter 7, section 4, second paragraph of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*).

The Board has the right before a General Meeting to decide that shareholders shall be able to exercise their right to vote by post before the General Meeting.

§ 12 Central securities depository clause

The shareholder or nominee who on the record date is registered in the share register and in a central securities depository register pursuant to Chapter 4 of the Central Securities Depositaries and Financial Instruments Accounts Act (1998:1479) or any person who is registered in a central securities depository account pursuant to Chapter 4, Section 18 paragraph 6-8 of the mentioned Act, shall be deemed to be authorised to exercise the rights set out in Chapter 4, Section 39 of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*).

Resolutions regarding a long-term incentive plan 2022 ("LTIP 2022") (item 19)

Resolution regarding the board's proposal to implement a LTIP 2022 (item 19 (a))

The board proposes that the annual general meeting resolves to adopt a long-term incentive plan ("**LTIP 2022**") for the Group Executive Management ("**GEM**"), other senior executives and key employees within Nordic Entertainment Group ("**NENT**"). The plan proposed is identical to the plan approved last year ("**LTIP 2021**"), which received strong shareholder support (98.5 % of votes in favour) and was well received by participants. LTIP 2022 is proposed to comprise no more than 420,000 Class B Shares in NENT. The proposed number of participants in LTIP 2022 have increased from 100 to 115 which is a result of international expansion. The terms and conditions of LTIP 2022 are in line with those adopted for LTIP 2021. In summary, the participants will be granted Performance Share Awards, which after a three-year vesting period entitle them to Class B Shares. Vesting of Performance Share Awards is conditional upon the achievement of performance conditions and subject to continued employment throughout the vesting period, with certain customary exceptions. To further incentivise creation of long-term shareholder value, the CEO and other members of GEM are required to build and maintain a significant shareholding in NENT.

Purpose

The purpose of LTIP 2022 is to attract, motivate and retain key talent within NENT Group and to align participants' interests with those of the shareholders. Through LTIP 2022, the participants' remuneration and allotment of shares is tied to the group's business performance and profitable growth objectives. In summary, the board believes that the implementation of LTIP 2022 will have a positive effect on the group's value growth and will ensure the participants' long-term commitment to the company. Consequently, the board believes that LTIP 2022 is beneficial to the shareholders as well as the Group.

Allotment of Performance Share Awards

LTIP 2022 is proposed to include approximately 115 senior executives and key employees in NENT Group divided into five tiers: the CEO ("**Tier 1**"), other members of GEM and SVPs ("**Tier 2-3**"), and two additional tiers for other senior executives and key employees ("**Tier 4-5**"). The number of Performance Share Awards granted shall be based on maximum award values for each tier expressed as a percentage of the 2022 base salary. The proposed 2022 maximum award values are: 165 % for Tier 1, 110 % for Tier 2, 65 % for Tier 3, 50 % for Tier 4 and 30 % for Tier 5.

Each maximum award value shall thereafter be converted into a maximum number of Performance Share Awards, based on the following calculation: the volume-weighted average of the market price of NENT's Class B Shares on Nasdaq Stockholm during a period of 30 days prior to the 2022 AGM, reduced by the present value of estimated dividend payments for the period until Class B Shares are vested under the Performance Share Awards.

Performance conditions

The number of Performance Share Awards that vest in 2025 is dependent on the achievement of two 3-year Group targets; (i) Total Shareholder Return (refers to the total share price increase including dividends

paid during the period from the 2022 AGM to the 2025 AGM, ("**TSR**") and (ii) Viaplay subscribers (refers to the number of Viaplay paying subscribers by end of 2024). Target (i) has a weighting of 70 % and target (ii) a weighting of 30 %. Threshold and maximum target levels have been established by the board at grant. If the minimum threshold level is achieved, 25 % of the Performance Share Awards will vest. If the maximum level is achieved, 100 % of the Performance Share Awards will vest. For target achievement between the threshold and maximum level, the vesting outcome will be measured linearly. The TSR threshold target level is 19 % and the maximum target level is 64 %. The threshold target level for Viaplay subscribers is 8.8 million and the maximum target level is 10.4 million.

Share ownership requirement

To ensure that senior executives build and maintain a significant shareholding in NENT, vesting is conditional on a share ownership requirement for Group Executive Management members in Tiers 1-3. Tiers 1-3 are required to accumulate NENT shares toward target ownership levels that are based on a percentage of net salary. For Tier 1, the CEO, the target ownership level amounts to 150 %, for Tiers 2 and 3 amounts to 75 and 50 % respectively. For current Tier 1-3 participants, 33 % of the requirement must be met each year over three years. For externally appointed Tier 1-3 participants, 20 % of the requirement must be met each year over five years. The remuneration committee has the mandate to adjust these requirements if considered appropriate in individual cases.

Conditions for the Performance Share Awards

Following the vesting period, each vested Performance Share Award entitles the participant to receive one Class B Share free of charge. However, vesting is conditional upon that the participant, with certain customary exceptions, at the time of the publication of NENT's interim report for the first quarter of 2025 is still employed by NENT.

In addition to the conditions above, the following terms shall apply for the Performance Share Awards:

- granted free of charge after the annual general meeting 2022;
- may not be transferred or pledged; and
- can be granted by the company or any other company within the group.

Scope and cost of LTIP 2022

The maximum number of Class B Shares which may be delivered under LTIP 2022 is limited to 420,000, representing approximately 0.5 % of the outstanding shares. The maximum number of B Shares which may be delivered under LTIP 2019, LTIP 2021 and LTIP 2022 in aggregate is limited to 921,000, representing approximately 1.2 % of the outstanding shares.

The total cost of LTIP 2022 is estimated to amount to no more than SEK 121 million, which corresponds to approximately 2.6 % annually of total employment cost for 2021. The cost will be distributed over the years 2022-2025. The total cost includes salary costs of SEK 89 million, social security costs of SEK 31 million and administration costs of SEK 1 million. The calculation of total salary costs is based on the maximum number of Performance Share Awards being delivered to participants, calculated at grant with a reduction of the

present value of estimated dividends during a three-year period, an annual attrition rate of 10 % and a share price at grant of SEK 350. The calculation of social security costs is based on a 18 % annual share price increase and an average annual social security tax rate of 18 %.

The costs are expected to have a limited effect on NENT's key ratios.

Delivery of Class B Shares under LTIP 2022

To ensure the delivery of Class B Shares under LTIP 2022, the board proposes that the annual general meeting resolves to authorise the board to resolve on a directed issue of Class C shares to a third party and subsequently repurchase the Class C Shares from the third party. The Class C Shares will then be held by the company, whereafter the appropriate number of Class C Shares will be reclassified into Class B Shares and subsequently be delivered to the participants under LTIP 2022 and LTIP 2021 (items 19 (b)-(d)).

Resolution in accordance with items 19 (b)-(d) require approval of at least nine tenths (9/10) of the shares represented and votes cast at the annual general meeting. In the event that the required majority under item 19 (b-d) below is not reached, the company intends to enter into an agreement with a third party, under which the third party shall, in its own name, buy and transfer Class B Shares in the company to the participants in accordance with LTIP 2022.

Preparation and administration of LTIP 2022

In accordance with guidelines provided by the board, the incentive program has been prepared by the remuneration committee together with external advisors. The board or the remuneration committee shall be responsible for preparing the detailed terms and conditions of LTIP 2022, in accordance with the terms and guidelines resolved on by the annual general meeting. It is further proposed that the board shall be entitled to make other adjustments, if it so deems appropriate, should changes occur in NENT or its operating environment that would entail that the adopted conditions for LTIP 2022 are no longer in line with its purpose. Any such adjustments shall only be made in order to fulfil the main objectives of LTIP 2022.

Authorisation for the board to issue Class C Shares (item 19 (b))

The board proposes that the annual general meeting resolves to authorise the board, during the period until the next annual general meeting, to increase the company's share capital by not more than SEK 840,000 by the issue of not more than 420,000 Class C Shares, each with a quota value of approximately SEK 2. With deviation from the shareholders' preferential rights, a third party shall be entitled to subscribe for the new Class C Shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares to participants in LTIP 2022 and LTIP 2021.

Authorisation to resolve to repurchase own Class C Shares (item 19 (c))

The board proposes that the annual general meeting resolves to authorise the board, during the period until the next annual general meeting, on one or more occasions, to repurchase its own Class C Shares. The repurchase may only be effected through a public offer directed to all holders of Class C Shares and shall comprise all outstanding Class C Shares. The purchase may be affected at a purchase price corresponding

to the quota value of the share. Payment for the Class C shares shall be made in cash. The purpose of the repurchase authorisation is to ensure the company's compliance with its obligations under LTIP 2022 and LTIP 2021.

Transfer of own Class B shares (item 19 (d))

The board proposes that the annual general meeting resolves that Class C Shares that the company purchases by virtue of the authorisation to repurchase its own Class C Shares in accordance with item 19 (c) above, following reclassification into Class B Shares and amounting to no more than 420,000 Class B Shares, may be transferred to participants in LTIP 2022 and LTIP 2021 in accordance with the applicable approved terms.

Approval of Swap Agreement with third party in relation to LTIP 2022 (item 19 (e))

In the event that the required majority for approval is not reached under item 19 (b)-(d) above, the financial exposure of LTIP 2022 shall be hedged by the company entering into a swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares of Class B Shares in NENT to participants in LTIP 2022. The interest cost for such a swap agreement is estimated to be SEK 1 million per year based on the current interest levels and a share price of SEK 350.

Resolutions on delivery of Class B Shares under the LTIP 2021 (item 20)

Authorisation for the board to issue Class C Shares (item 20(a))

The board proposes that the annual general meeting resolves to authorise the board, during the period until the next annual general meeting, to increase the company's share capital by not more than SEK 520,000 by the issue of not more than 260,000 Class C Shares, each with a quota value of SEK 2. With deviation from the shareholders' preferential rights, a third party shall be entitled to subscribe for the new Class C Shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares to participants in LTIP 2021 and LTIP 2022.

Authorisation to resolve to repurchase own Class C Shares (item 20 (b))

The board proposes that the annual general meeting resolves to authorise the board, during the period until the next annual general meeting, on one or more occasions, to repurchase its own Class C Shares. The repurchase may only be effected through a public offer directed to all holders of Class C Shares and shall comprise all outstanding Class C Shares. The purchase may be affected at a purchase price corresponding to the quota value of the share. Payment for the Class C shares shall be made in cash. The purpose of the repurchase authorisation is to ensure the company's compliance with its obligations under LTIP 2021 and LTIP 2022.

Transfer of own Class B Shares (item 20 (c))

The board proposes that the annual general meeting resolves that Class C Shares that the company purchases by virtue of the authorisation to repurchase its own Class C Shares in accordance with item 20 (b) above, following reclassification into Class B Shares and amounting to no more than 260,000 Class B Shares, may be transferred to participants in LTIP 2021 and LTIP 2022 in accordance with the applicable approved terms.

Resolution on transfer of own Class B Shares issued and repurchased under long-term incentive plan 2019 (item 21)

The board proposes that the annual general meeting resolves that Class C Shares that the company issued and repurchased by virtue of the authorisation to repurchase its Class C Shares in accordance with a resolution by the annual general meeting 2019, following reclassification into Class B Shares, may be transferred to participants in LTIP 2019, LTIP 2021 and LTIP 2022 in accordance with the applicable approved terms.

The board further proposes that the annual general meeting resolves that the Class B Shares and the Class C Shares held by NENT, after reclassification to Class B Shares as applicable, amounting to no more than 461,154 Class B Shares, may be transferred to participants in accordance with the terms of LTIP 2019, LTIP 2021 and LTIP 2022.